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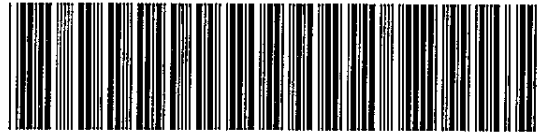
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DURHAM
JONES &
PINEGAR

Andrew L. Howell
ahowell@djplaw.com

May 16, 2005

Florida Secretary of State
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: **Caruso & Neff, LLC**

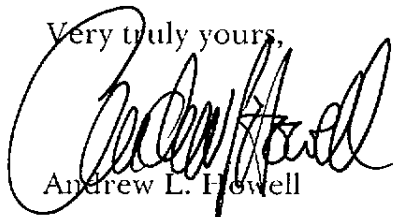
Ladies and Gentlemen:

Enclosed with this letter please find the Articles of Organization of Caruso & Neff, LLC (in duplicate) for filing with your office. It would be very much appreciated if you could please return the attached copy of the Articles of Organization showing date-stamped information back to me in the self-addressed stamped envelope that is also enclosed with this letter.

Our firm check number 27939 in the amount of \$155.00 is also enclosed with this letter to cover the filing fee, the Designation of Registered Agent, and Certified Copy fee.

If you have any questions regarding the enclosed Articles of Organization, please feel free to contact me directly. Thank you for your attention to this matter, and I look forward to hearing from you soon.

Very truly yours,



Andrew L. Howell

ALH:mg
Enclosures

A Professional Corporation

Attorneys & Counselors at Law
www.djplaw.com

OFFICES.
Salt Lake City, Utah
St. George, Utah
Ogden, Utah

111 East Broadway, Suite 900
Salt Lake City, Utah 84111
Telephone 801.415.3000
Facsimile 801.415.3500

FILED

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ARTICLES OF ORGANIZATION
OF
CARUSO & NEFF, LLC

THESE ARTICLES OF ORGANIZATION forming a limited liability company under the laws of the State of Florida, are made and executed as of the 5th day of May, 2005, by the undersigned persons.

1. **Name.** The name of the limited liability company is Caruso & Neff, LLC (herein sometimes referred to as the "Company").

2. **Period of Duration.** The period of duration of the Company shall be a term of seventy-five (75) years, unless sooner terminated pursuant to law or the provisions of the Company's Operating Agreement.

3. **Business Purpose.** The business purpose or purposes for which the Company is organized are to provide the advice and services of persons who are engaged in the securities brokerage field, and all products and services which incidental or related thereto, and (a) to purchase, acquire, lease, own, hold, operate, maintain, sell and dispose of, and to finance the acquisition and operation of, and otherwise deal with, equipment and other personal property in connection with the business of the Company; (b) to purchase, acquire, own, hold, lease, improve, develop and construct improvements upon, lease, mortgage, operate, exchange, develop and construct improvements upon, finance the acquisition, operate and maintain for any uses, sell, dispose of, and otherwise deal with and in, real property, or interests therein, wherever located, in connection with the business of the Company; (c) to incur indebtedness, secured or unsecured, for any of the purposes of the Company; and (d) to engage in any other lawful business activity permitted under the laws of the State of Florida.

The foregoing paragraphs shall be construed both as objects and powers and shall not be held to limit or restrict in any manner the general powers of the company and the enjoyment and exercise thereof, as conferred by the laws of the State of Florida; and it is intended that the purposes, objects, and powers specified in each of the paragraphs of this Section shall be regarded as independent purposes, objects, and powers.

4. **Principal Office.** The mailing address and street address of the principal office of the Company is 3510 San Luis Street, Tampa, Florida 33629.

5. **Registered Agent.** The name, street address, and signature of the Company's initial registered agent are as follows:

Michael Warren Neff
3510 San Luis Street
Tampa, Florida 33629

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.


(Signature of Registered Agent)

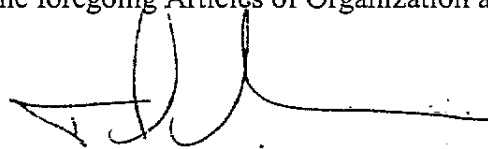
6. **Effective Date.** The effective date of these Articles of Organization shall be the date first indicated above, unless such date is more than five (5) days prior to or ninety (90) days after the filing of these Articles. In such event, the effective date shall be the date the Articles were filed with the Registration Section of the Florida Division of Corporations.

7. **Management.** The initial Managers of the Company, who are also Members of the Company, and who shall serve as such Managers until the first meeting of the Members or until their successors are elected, are:

Thomas Justin Caruso
3510 San Luis Street
Tampa, Florida 33629

Michael Warren Neff
3510 San Luis Street
Tampa, Florida 33629

The undersigned hereby affirms that they are both the Members and the Managers of the Company and that the facts stated in the foregoing Articles of Organization are true.



Thomas Justin Caruso, Member and Manager


Michael Warren Neff, Member and Manager